UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, et al.,	§	Case No. 20-33948 (MI)
	§	
	§	(Jointly Administered)
Post-Effective Date Debtors. ¹	§	· ·

ORDER SUSTAINING PLAN ADMINISTRATOR'S FOURTH OMNIBUS OBJECTION TO CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND RULE 3007 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE SEEKING TO DISALLOW CERTAIN CLAIMS

(AMENDED AND SUPERSEDED CLAIMS)

[Related Docket No. 2079]

Upon the *Plan Administrator's Fourth Omnibus Objection to Claims Pursuant to Section* 502(b) of the Bankruptcy Code and Rule 3007 of the Federal Rules of Bankruptcy Procedure Seeking to Disallow Certain Claims (Amended and Superseded Claims) (the "Objection")² of the administrator of the chapter 11 plan (the "Plan Administrator") of the above-captioned reorganized debtors (collectively, the "Debtors," as applicable, and after the effective date of their plan of

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the "Post-Effective Date FWE I Subsidiaries") are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Objection.

reorganization, the "<u>Reorganized Debtors</u>"), seeking entry of an order (this "<u>Order</u>") disallowing the Amended and Superseded Claims identified on <u>Schedule 1</u> attached hereto, it is **HEREBY ORDERED THAT**:

- 1. Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rule 3007, each Amended and Superseded Claim identified as a "Claim To Be Disallowed" on <u>Schedule 1</u> to this Order is disallowed in its entirety. Nothing in this Order shall affect the corresponding claims which amended and superseded the Amended and Superseded Claims (each such claim, a "<u>Remaining Claim</u>", as identified in <u>Schedule 1</u>); *provided that*, that the Plan Administrator reserves the right to object to any Remaining Claim on <u>Schedule 1</u> on any applicable grounds.
- 2. The Debtors' Claims Agent is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in this Order.
- 3. Each claim and the objections by the Plan Administrator to each claim identified in **Schedule 1** constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order will be deemed a separate order with respect to each Amended and Superseded Claim.
- 4. Except as otherwise provided in this Order, nothing in this Order shall be deemed:

 (a) an admission as to the validity of any prepetition claim against a Debtor entity or such Debtor entity's estate; (b) a waiver of any party's right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Plan Administrator's rights under the Bankruptcy Code or any other applicable law.

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5. The terms and conditions of this Order will be immediately effective and

enforceable upon its entry.

6. The Plan Administrator, the Claims Agent, and the Clerk of the Court are

authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in

accordance with the Objection.

7. This Court shall retain exclusive jurisdiction to resolve any dispute arising from or

related to this Order.

Dated:	, 2021	
		MARVIN ISGUR
		UNITED STATES BANKRUPTCY JUDGE

Schedule 1

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	
Claim To Be Disallowed	69	Dynamic Offshore Resources NS, LLC	Creditor:	\$29,413.99	\$0.00	\$0.00	\$0.00	\$29,413.99	
			CYPRESS-FAIRBANKS ISD						
Filed On:	8/20/2020		LINEBARGER GOGGAN BLAIR & SAMPSON, LLP PO BOX 3064						
Comments:		amended and by a later filed	HOUSTON, TX 77253-3064						
Remaining Claim	960	Dynamic Offshore Resources NS, LLC	Cypress-Fairbanks ISD	\$32,012.95	\$0.00	\$0.00	\$0.00	\$32,012.95	
Filed On:	4/26/2021		Linebarger Goggan Blair & Sampson, LLP PO Box 3064 Houston, TX 77253-3064						

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total	_
Claim To Be Disallowed	224	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$10,579,101.82	\$2,799.32	\$10,581,901.14	
			Department of Treasury - Internal Revenue Service						
Filed On:	10/7/2020		P.O. Box 7346						
Comments:		amended and I by a later filed	Philadelphia, PA 19101-7346						
Claim To Be Disallowed	225	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$10,575,651.26	\$2,799.32	\$10,578,450.58	
			Department of Treasury - Internal Revenue Service						
Filed On:	10/9/2020		P.O. Box 7346						
Comments:		amended and I by a later filed	Philadelphia, PA 19101-7346						
Remaining Claim	940	Fieldwood Energy LLC	Department of Treasury - Internal Revenue Service	\$0.00	\$0.00	\$0.00	\$2,799.32	\$2,799.32	
Filed On:	2/16/2021		P.O. Box 7346 Philadelphia, PA 19101-7346						

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	14	Fieldwood Energy LLC	Creditor: Diversified Well Logging, LLC	\$0.00	\$0.00	\$0.00	\$515,180.10	\$515,180.10
Filed On:	8/7/2020		711 W 10th St					
Comments:		amended and by a later filed	Reserve, LA 70084					
Remaining Claim	453	Fieldwood Energy LLC	Diversified Well Logging, LLC	\$379,561.40	\$0.00	\$0.00	\$135,618.70	\$515,180.10
Filed On:	11/20/2020		c/o Dore Rothberg McKay, P.C. 17171 Park Row, Suite 160 Houston, TX 77084					
Claim To Be Disallowed	185	Fieldwood Energy LLC	Creditor: Fleet Supply Warehouse, L.L.C.	\$0.00	\$0.00	\$0.00	\$52,073.86	\$52,073.86
Filed On:	9/21/2020		P. O. Box 9055					
Comments:		amended and by a later filed	Houma, LA 70361					
Remaining Claim	471	Fieldwood Energy LLC	Fleet Supply Warehouse, L.L.C.	\$0.00	\$0.00	\$0.00	\$52,820.64	\$52,820.64
Filed On:	11/23/2020		P. O. Box 9055 Houma, LA 70361					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	71	Dynamic Offshore Resources NS, LLC	Creditor:	\$16,838.97	\$0.00	\$0.00	\$0.00	\$16,838.97
			Harris County et al.					
Filed On:	8/20/2020		John P. DillmanLinebarger Goggan Blair & Sampson LLP PO Box 3064					
Comments:		amended and by a later filed	Houston, TX 77253-3064					
Remaining Claim	961	Dynamic Offshore Resources NS, LLC	HARRIS COUNTY, ET AL	\$18,220.22	\$0.00	\$0.00	\$0.00	\$18,220.22
Filed On:	4/26/2021		LINEBARGER GOGGAN BLAIR & SAMPSON, LLP PO BOX 3064 HOUSTON, TX 77253-3064					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	757	Fieldwood Energy LLC	Creditor:					
			Hess Corporation	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
Filed On:	11/25/2020		Reed Smith LLP Attn: Omar J Alaniz 2850 N Harwood Street, Suite 1500					
Comments:		amended and by a later filed	Dallas, TX 75201					
Remaining Claim	943	Fieldwood Energy LLC	Hess Corporation	\$0.00	\$0.00	\$0.00	\$140,807,921.00	\$140,807,921.00
Filed On:	2/24/2021		Reed Smith LLP Attn: Omar J. Alaniz 2850 N. Harwood Street, Suite 1500 Dallas, TX 75201					
Claim To Be Disallowed	761	Fieldwood Energy SP LLC	Creditor: Hess Corporation	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
Filed On:	11/25/2020		Reed Smith LLP Attn: Omar J. Alaniz 2850 N. Harwood Street, Suite 1500	Ciniquidated	Ciniquidated	Omiquidated	Omquaecu	Ciniquated
Comments:		amended and by a later filed	Dallas, TX 75201					
Remaining Claim	944	Fieldwood Energy SP LLC	Hess Corporation	\$0.00	\$0.00	\$0.00	\$140,807,921.00	\$140,807,921.00
Filed On:	2/24/2021		Reed Smith LLP Attn: Omar J. Alaniz 2850 N. Harwood Street, Suite 1500 Dallas, TX 75201					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	30	Fieldwood Energy LLC	Creditor: Hill and Knowlton Strategies LLC	\$0.00	\$0.00	\$0.00	\$24,000.00	\$24,000.00
Filed On:	8/12/2020		Attn: Chris Heim 500 West 5th Street Suite 100					
Comments:		amended and by a later filed	Austin, TX 78701					
Remaining Claim	189	Fieldwood Energy LLC	Hill and Knowlton Strategies LLC	\$0.00	\$0.00	\$0.00	\$36,000.00	\$36,000.00
Filed On:	9/25/2020		Attn: Chris Heim 500 West 5th Street Suite 1000 Austin, TX 78701					
Claim To Be Disallowed	298	Fieldwood Energy LLC	Creditor: Infinity Valve & Supply, LLC	\$0.00	\$34,039.97	\$0.00	\$26,414.84	\$60,454.81
Filed On:	10/30/2020		DeBaillon Law Firm, LLC 111 Concord St., Suite B					
Comments:		amended and by a later filed	Abbeville, LA 70510					
Remaining Claim	977	Fieldwood Energy LLC	Infinity Valve & Supply, L.L.C.	\$0.00	\$34,039.97	\$0.00	\$26,414.84	\$60,454.81
Filed On:	6/11/2021		Ryan Goudelocke 3936 Bienville Street New Orleans, LA 70119					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	946	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$6,454.05	\$3,088.56	\$9,542.61
Filed On:	3/2/2021		Louisiana Department of Revenue P.O. Box 66658					
Comments:		amended and by a later filed	Baton Rouge, LA 70896					
Remaining Claim	978	Fieldwood Energy LLC	Louisiana Department of Revenue	\$0.00	\$0.00	\$9,542.61	\$0.00	\$9,542.61
Filed On:	6/15/2021		PO Box 66658 Baton Rouge, LA 70896					
Claim To Be Disallowed	389	Fieldwood Energy LLC	Creditor: MACQUARIE CORPORATE AND ASSET FUNDING INC.	\$0.00	\$0.00	\$0.00	\$17,357,100.07	\$17,357,100.07
Filed On:	11/16/2020		John M. Castillo 130 E. Travis, Suite 350					
Comments:		amended and by a later filed	San Antonio, TX 78205					
Remaining Claim	853	Fieldwood Energy LLC	Macquarie Corporate and Asset Funding Inc	\$0.00	\$0.00	\$0.00	\$17,357,100.07	\$17,357,100.07
Filed On:	12/3/2020		John M. Castillo 130 E. Travis, Suite 350 San Antonio, TX 78205					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	248	Fieldwood Energy LLC	Creditor: Magnum Mud Equipment Co., Inc.	\$0.00	\$0.00	\$0.00	\$138,005.95	\$138,005.95
Filed On:	10/15/2020							
			Stanwood R. Duval 101 Wilson Avenue					
Comments:		amended and by a later filed	Houma, LA 70364					
Remaining Claim	665	Fieldwood Energy LLC	Magnum Mud Equipment Co., Inc.	\$83,442.80	\$0.00	\$0.00	\$93,596.67	\$177,039.47
Filed On:	11/24/2020		Stanwood R. Duval 101 Wilson Avenue Houma, LA 70364					
Claim To Be Disallowed	68	Fieldwood Energy LLC	Creditor: Mississippi Department of Revenue	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
Filed On:	8/20/2020		Mississippi Department of Revenue	Onnquidated	Omquidated	Omiquidated	Omiquidated	Omiquidated
riied Oii:	8/20/2020		Bankruptcy Section P.O. Box 22808					
Comments:		amended and by a later filed	Jackson, MS 39225-2808					
Remaining Claim	882	Fieldwood Energy Inc.	Mississippi Department of Revenue	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
Filed On:	1/8/2021		Bankruptcy Section P.O. Box 22808 Jackson, MS 39225-2808	Omiquidated	Unliquidated	Omiquidated	Omiquidated	Omquidated

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	286	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$0.00	\$20,876.08	\$20,876.08
			Reliable Machine Services Inc.					
Filed On:	10/26/2020		809 Cajundome Blvd.					
Comments:	Claim was	amended and	Lafayette, LA 70506					
Comments.		by a later filed	2, 2.1 / 0500					
Remaining Claim	289	Fieldwood Energy LLC	Reliable Machine Services Inc.	\$0.00	\$9,261.52	\$0.00	\$11,614.56	\$20,876.08
Filed On:	10/27/2020		809 Cajundome Blvd Lafayette, LA 70506					
Claim To Be Disallowed	300	Fieldwood Energy LLC	Creditor: RIver Rental Tools, Inc.	\$0.00	\$0.00	\$0.00	\$505,586.68	\$505,586.68
Filed On:	11/2/2020		109 Derrick Road					
Comments:		amended and by a later filed	Belle Chasse , LA 70037					
Remaining Claim	949	Fieldwood Energy LLC	River Rental Tools, Inc.	\$220,115.75	\$0.00	\$0.00	\$285,470.93	\$505,586.68
Filed On:	3/8/2021		Joseph P. Briggett 601 Poydras Street Suite 2775 New Orleans, LA 70130					

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
Claim To Be Disallowed	27	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$0.00	\$19,777.38	\$19,777.38
			Robin Instrument & Specialty, LLC					
Filed On:	8/13/2020		205 N. I.					
Comments:		amended and by a later filed	205 N Luke Lafayette, LA 70506					
Remaining Claim	134	Fieldwood Energy LLC	Robin Instrument & Specialty, LLC	\$0.00	\$0.00	\$0.00	\$19,777.38	\$19,777.38
Filed On:	9/4/2020		205 N Luke St Lafayette, LA 70506					
Claim To Be Disallowed	565	Fieldwood Energy Offshore LLC	Creditor:					
			Samson Contour Energy E&P, LLC	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated
Filed On:	11/23/2020		Attn: Chace Daley 15 East 5th Street Suite 1000					
Comments:		amended and by a later filed	Tulsa, OK 74103					
Remaining Claim	954	Fieldwood Energy Offshore LLC	Samson Contour Energy E&P, LLC	W. P	T. P	***		
Filed On:	3/23/2021		Attn: Chace Daley 15 East 5th Street, Suite 1000 Tulsa, OK 74103	Unliquidated	Unliquidated	Unliquidated	Unliquidated	Unliquidated

Schedule 1 Amended and Superseded Claims

	Claim #	Debtor	Name and Address of Claimant	Secured	Administrative	Priority	Unsecured	Total
laim To Be Disallowed	78	Fieldwood Energy LLC	Creditor:	\$0.00	\$0.00	\$0.00	\$64,365.70	\$64,365.70
			T&B Repairs, Inc					
Filed On:	8/24/2020		PO Box 80308					
Comments:	Claim was amended and superseded by a later filed claim.		Lafayette, LA 70598					
Remaining Claim	252	Fieldwood Energy LLC	T&B Repairs, Inc.	\$0.00	\$0.00	\$0.00	\$65,949.38	\$65,949.38
Filed On:	10/16/2020		P.O. Box 80308 Lafayette, LA 70598					
C	laims To Be	Disallowed Totals	19	\$46,252.96	\$34,039.97	\$21,161,207.13	\$18,732,067.86	\$39,973,567.92